

Attachment 2

Articles of Incorporation and Certificate of Service Authority to Provide Resold Interexchange Services in Illinois granted June 3, 1998

Affinity Corporation was incorporated in Wisconsin on September 29, 1994. Affinity Corporation is the surviving successor to Affinity Fund, Inc. ("AFI"), a Florida corporation. AFI was granted authority to provide resold interexchange service in Illinois pursuant to Section 13-404 on March 23, 1994 in docket 94-0035. AFI merged into Affinity Corporation effective October 1, 1994. On April 15, 1996, AFI and Affinity Corporation filed a joint petition seeking approval for cancellation of AFI's certificate of service authority and 13-404 authority for Affinity Corporation. This petition was granted on June 3, 1998. Since that time, all intrastate telecommunications services provided by these entities has been by Affinity Corporation.



ILLINOIS COMMERCE COMMISSION

June 5, 1998

Re: 96-0194

Dear Sir/Madam:

Enclosed is a certified copy of the Order entered by this Commission.

Sincerely,

A handwritten signature in cursive script that reads "Donna M. Caton".

Donna M. Caton
Chief Clerk

Enc.

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

Affinity Fund, Inc. and Affinity Corporation :
:
Joint Application to cancel the certificate of : **96-0194**
service authority of Affinity Fund, Inc. and :
to issue a certificate of service authority to :
Affinity Corporation. :

ORDER

By the Commission:

On April 15, 1996, Affinity Fund, Inc. ("AFI") and Affinity Corporation ("AC") joint petitioners, filed a verified petition with the Illinois Commerce Commission ("Commission") seeking approval for the cancellation of AFI's Certificate of Service Authority. In addition, AC seeks a Certificate of Service Authority to provide resold interexchange telecommunications services within the State of Illinois pursuant to Sections 13-404 of the Illinois Public Utilities Act.

Pursuant to notice given in accordance with the law and the rules and regulations of the Commission, this matter came on for hearing before a duly authorized Hearing Examiner of the Commission at its offices in Chicago, Illinois on May 21, 1996. Petitioner and Co-Petitioner appeared by its counsel and Mr. Maurie Daigneau, Director of Affinity Fund, Inc. and President of Affinity Corporation, testified in support of the joint petition. At the conclusion of the hearing on May 21, 1996, the record was marked "Heard and Taken."

At the hearing, Mr. Daigneau testified that AFI, a Florida corporation, was previously granted a Certificate Service Authority to provide resold interexchange telecommunications services within Illinois on March 23, 1994, in Docket 94-0035. He further testified that AFI was merged in its entirety into AC. AC is a Wisconsin corporation authorized to transact business in the State of Illinois on June 8, 1995. The sole purpose of the merger was to reduce the perceived confusion that AFI was mistakenly a provider of financial services instead of telecommunication services. Mr. Daigneau testified that AC will provide the same exact services as did AFI. Mr. Daigneau testified that AC has the managerial, technical and financial resources to provide resold interexchange telecommunication services in Illinois.

AC has requested that the Commission make certain declarations and grant certain waivers of the Public Utilities Act ("Act") and from the rules and regulations of the Commission. The services AC proposes to provide will be competitive telecommunications services as described in Section 13-502(b) of the Act. AC is required to file tariffs with the

Commission under Section 13-501 of the Act describing the nature of its service, the applicable rates and charges and the terms and conditions of the service provided. If the AC files the required tariffs in compliance with Section 13-502(e) and the rules adopted thereunder in 83 Ill. Adm. Code 745, many of the provisions of the Act as well as regulations adopted by the Commission in Title 83 Illinois Administrative Code will be inapplicable to AC.

Specifically, AC seeks an exemption from 83 Ill. Adm. Code 710. A waiver of Part 710, governing the Uniform System of Accounts, should be granted pursuant to Section (13-402) of the Act and the Order entered in Dockets 84-0538 and 84-0539, in order to reduce the economic burdens of regulation on a telecommunication carrier which only provides competitive services.

Applicant also requests Commission approval to maintain its books and records at its principal place of business in the State of Florida pursuant to 83 Ill. Adm. Code 250.

The Commission, having reviewed the entire record and being fully advised in the premises, is of the opinion and finds that:

- (1) Petitioner, Affinity Fund, Inc. was granted a Certificate Service Authority to provide resold interexchange telecommunications services within the State of Illinois on March 23, 1994 in Docket No. 94-0035;
- (2) Petitioner, Affinity Fund, Inc., has ceased to do business as it has merged in its entirety into Affinity Corporation, the Co-Petitioner herein;
- (3) Petitioner, Affinity Fund, Inc. filed the subject petition for Commission approval of the cancellation of its Certificate of Service Authority;
- (4) pursuant to Finding (2) herein, the Petitioner, Affinity Fund, Inc.'s petition for cancellation should be granted;
- (5) Co-Petitioner, Affinity Corporation is a telecommunications carrier within the meaning of Section 13-202 of the Public Utilities Act and seeks application for a Certificate of Service Authority to provide resold interexchange telecommunications services within the State of Illinois;
- (6) the Commission has jurisdiction over the Co-Petitioners and the subject matter herein;
- (7) as required by Section 13-404 of the Act, Affinity Corporation possesses sufficient technical, financial and managerial resources and abilities to provide resold interexchange telecommunications services within the State of Illinois;

- (8) Affinity Corporation should file with the Commission a tariff consisting of its rates, rules and regulations, in accordance with Sections 13-501 and 13-502 of the Act to be effective upon proper filing, before commencing service;
- (9) pursuant to Section 13-402 of the Act, a waiver should be granted to Applicant of Part 710 of 83 Ill. Adm. Code; such waiver will reduce the economic burden of regulation and is not inconsistent with the Act or purposes of Article XIII;
- (10) pursuant to 83 Ill. Adm. Code 250, Co-Petitioner is authorized to maintain its books and records in the State of Florida in accordance with Section 5-106 of the Act.

IT IS THEREFORE ORDERED that Affinity Fund, Inc.'s Certificate of Service Authority, herein, be and is hereby, canceled.

IT IS FURTHER ORDERED that Affinity Fund, Inc., shall file its 1996 and 1997 annual reports with the Commission within sixty (60) days from the date of this Order.

IT IS FURTHER ORDERED by the Illinois Commerce Commission that Co-Petitioner, Affinity Corporation, be, and is hereby, granted a Certificate of Service Authority.

IT IS FURTHER ORDERED that the Certificate of Service Authority hereinabove granted shall be the following:

CERTIFICATE OF SERVICE AUTHORITY

IT IS HEREBY CERTIFIED that Affinity Corporation is authorized pursuant to Sections 13-404 of the Illinois Public Utilities Act to provide resold interexchange telecommunications services within the State of Illinois.

IT IS FURTHER ORDERED that Affinity Corporation file with this Commission a tariff consisting of its rates, rules and regulations, to be effective upon proper filing, before commencing service.

IT IS FURTHER ORDERED that Affinity Corporation is required to comply with the provisions of 83 Ill. Adm. Code 755, 756, 757, to abide by the requirements of 83 Ill. Adm. Code 725 and the Emergency Telephone System Act, and to comply with Sections 13-301.1 and 13-703 of the Public Utilities Act.

IT IS FURTHER ORDERED that 83 Ill. Adm. Code 710 be, and is hereby waived as set out in Finding (9) hereinabove.

IT IS FURTHER ORDERED that pursuant to 83 Ill. Adm. Code 250 Affinity Corporation is authorized to maintain its books and records in the State of Florida.

IT IS FURTHER ORDERED that subject to the provisions of Section 10-113 of the Public Utilities Act and 83 Ill. Adm. Code 200.880, this Order is final; it is not subject to the Administrative Review Law.

By Order of the Commission this 3rd day of June, 1998.

(SIGNED) RICHARD L. MATHIAS

Chairman

(SEAL)

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION
CERTIFICATE

Re: 96-0194

I, DONNA M. CATON, do hereby certify that I am Chief Clerk of the Illinois Commerce Commission of the State of Illinois and keeper of the records and seal of said Commission with respect to all matters except those governed by Chapters 18a and 18c of The Illinois Vehicle Code.

I further certify that the above and foregoing is a true, correct and complete copy of the Order made and entered of record by said Commission on June 3, 1998.

Given under my hand and seal of said Illinois Commerce Commission at Springfield, Illinois, on June, 5, 1998.


Chief Clerk

AFFINITY CORPORATION

- **Articles of Incorporation**
Filed in Wisconsin on September 29, 1994
- **Bylaws**

BYLAWS
OF
AFFINITY CORPORATION
(Adopted as of October 1, 1994)

ARTICLE I
OFFICES

§ 1.01 Business Office.

The Corporation's principal office shall be within the State of Wisconsin and shall be located in Waukesha County. The Corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the Corporation's business may require from time to time. The Corporation shall maintain at its principal office a copy of certain records, as specified in § 2.12 of Article II.

§ 1.02 Registered Office.

The Corporation's registered office required by the Wisconsin Business Corporation Law (the "Act") to be maintained in the State of Wisconsin shall be the place designated by resolution of the Corporation's Board of Directors and may be, but need not be, identical to the principal office in the State of Wisconsin. The address of the registered office may be changed from time to time.

ARTICLE II
SHAREHOLDERS

§ 2.01 Annual Shareholder Meeting.

The annual meeting of the shareholders shall be held on the first Monday in November in each year at the hour of 10:00 a.m., or at such other time and date within thirty (30) days before or after said date as may be fixed by or under the authority of the Board of Directors, for the purposes of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held at the same time on the next succeeding business day. If the election of directors shall not be held on the day designated herein for the annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be held.

§ 2.02 Special Shareholder Meetings.

Special meetings of the shareholders, for any purpose or purposes, may be called by (1) the CEO/President, (2) the Board of Directors or such officers as the Board of Directors may authorize from time to time, or (3) the CEO/President or Secretary upon the written request of the holders of record of at least one-tenth of all the outstanding shares of the Corporation entitled to vote on any issue at the meeting. The party calling the special meeting shall designate the date and hour of the meeting.

Upon delivery to the CEO/President or Secretary of a written request pursuant to item (3) above, stating the purpose(s) of the requested meeting, dated and signed by the person(s) entitled to request such a meeting, it shall be the duty of the officer to whom the request is delivered to give, within thirty (30) days of such delivery, notice of the meeting to the shareholders. Notice of any special meeting shall be given in the manner provided in § 2.04 of these Bylaws. Only business within the purpose(s) described in the special meeting notice shall be conducted at a special shareholders meeting.

§ 2.03 Place of Shareholder Meeting.

The Board of Directors may designate any place, either within or without the State of Wisconsin, as the place of meeting for any annual or for any special meeting called by the Board of Directors. A waiver of notice signed by all persons entitled to vote at a meeting also may designate any place, either within or without the State of Wisconsin, as the place for the holding of such meeting. If no designation is made by the Board of Directors, or if a special meeting be otherwise called, the place of the meeting shall be the Corporation's principal business office in the State of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the shares represented thereat.

§ 2.04 Notice of Shareholder Meeting.

(a) *Required Notice.* Unless otherwise required by the Act, written notice stating the place, day and hour of any annual or special shareholder meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the meeting date, either personally or by mail, by or at the direction of the CEO/President, the Board of Directors, or other persons calling the meeting, to each shareholder of record entitled to vote at such meeting and to any other shareholder entitled by the Act or the Articles of Incorporation to receive notice of the meeting. Notice shall be deemed to be effective at the earlier of: (1) when deposited in the United States mail, addressed to the shareholder at his or her address as it appears on the Corporation's stock transfer books, with postage thereon prepaid; (2) on the date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (3) when received; or (4) 5 days after deposit in the United States mail, if mailed postpaid and correctly addressed to an address other than that shown in the Corporation's current record of shareholders.

(b) Adjourned Meeting. If any shareholder meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, and place, if the new date, time, and place is announced at the meeting before adjournment. But if a new record date for the adjourned meeting is or must be fixed (see § 2.05 of this Article II), then notice must be given pursuant to the requirements of paragraph (a) of this § 2.04, to those persons who are shareholders as of the new record date.

(c) Waiver of Notice. A shareholder may waive notice of meeting (or any notice required by the Act, Articles of Incorporation, or Bylaws), by a writing signed by the shareholder entitled to the notice, which is delivered to the Corporation (either before or after the date and time stated in the notice) for inclusion in the minutes or filing with the corporate records.

A shareholder's attendance at a meeting:

- (1) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting;
- (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

(d) Contents of Notice. The notice of each special shareholder meeting shall include a description of the purpose or purposes for which the meeting is called. Except as provided in this § 2.04(d), or as provided in the Corporation's Articles of Incorporation, or otherwise in the Act, the notice of an annual shareholder meeting need not include a description of the purpose or purposes for which the meeting is called.

If a purpose of any shareholder meeting is to consider either: (1) a proposed amendment to the Articles of Incorporation (including any restated articles requiring shareholder approval); (2) a plan of merger or share exchange; (3) the sale, lease, exchange or other disposition of all, or substantially all, of the Corporation's property; (4) the dissolution of the Corporation; or (5) the removal of a director, the notice must so state and be accompanied by, respectively, a copy or summary of the: (1) articles of amendment; (2) plan of merger or share exchange; or (3) transaction for disposition of the Corporation's property. If the proposed corporate action creates dissenters' rights, the notice must state that shareholders are, or may be entitled to assert dissenters' rights, and must be accompanied by a copy of Section 180.1301 of the Act. If the Corporation issues, or authorizes the issuance of shares for promissory notes or for promises to render services in the future, the Corporation shall, with or before the notice of the next shareholder meeting, report in writing to all the shareholders the number of shares authorized or issued, and the consideration received. Likewise, if the Corporation indemnifies or advances

expenses to a director, this shall be reported to all the shareholders with or before notice of the next shareholder's meeting.

§ 2.05 Fixing of Record Date.

For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or any adjournment thereof, or shareholders entitled to receive payment of any distribution or dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a date as the record date. Such record date shall not be not more than seventy (70) days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If no such record date is fixed, the record date for determination of such shareholders shall be at the close of business on:

(a) With respect to an annual shareholder meeting or any special shareholder meeting called by the Board of Directors or any person specifically authorized by the Board or these Bylaws to call a meeting, the day before the first notice is delivered to shareholders;

(b) With respect to a special shareholder's meeting demanded by the shareholders, the date the first shareholder signs the demand;

(c) With respect to the payment of a share dividend, the date the Board authorizes the share dividend;

(d) With respect to actions taken in writing without a meeting (pursuant to Article II, § 2.11), the date the first shareholder signs a consent;

(e) With respect to a distribution to shareholders, (other than one involving a repurchase or acquisition of shares), the date the Board authorizes the distribution; and

(f) With respect to any other matter for which such a determination is required, as provided by law.

When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

§ 2.06 Voting Lists.

The officer or agent having charge of the stock transfer books for shares of the Corporation shall make, before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. The list must be arranged by voting

group, if such exists, and within each voting group by class or series of shares. The shareholder list shall be subject to inspection at the Corporation's principal office by any shareholder at any time during usual business hours for any proper purpose, beginning two (2) business days after notice is given of the meeting for which the list was prepared. Such list also shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the meeting for purposes related to the meeting. A shareholder, or his or her agent or attorney, is entitled on written demand to inspect and, subject to the requirements of the Act and of § 2.12(c), to copy the list during regular business hours and at the shareholder's expense, during the period it is available for inspection. The Corporation shall maintain the shareholder list in written form or in another form capable of conversion into written form within a reasonable time.

§ 2.07 Shareholder Quorum and Voting Requirements.

If the Articles of Incorporation or the Act provide for voting by a single voting group on a matter, action on that matter is taken when voted upon by the voting group.

Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. Unless the Articles of Incorporation or the Act provide otherwise, sixty (60) percent of the votes entitled to be cast on the matter by the voting group constitutes a quorum of that voting group for action on that matter.

If the Articles of Incorporation or the Act provides for voting by two (2) or more voting groups on a matter, action on that matter is taken only when voted upon by each of those voting groups counted separately. Action may be taken by one voting group on a matter even though no action is taken by another voting group entitled to vote on the matter.

Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

If a quorum exists, action on a matter by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless the Articles of Incorporation or the Act require a greater number of affirmative votes.

§ 2.08 Proxies.

Except as otherwise provided by the Act, at all meetings of shareholders, a shareholder may vote in person, or vote by proxy which is executed in writing by the shareholder or which is executed by his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the Corporation or other person authorized to tabulate votes before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless

otherwise provided in the proxy. Unless otherwise provided in the appointment form, a proxy appointment may be revoked at any time before it is voted, either by written notice filed with the Secretary or other officer or agent of the Corporation authorized to tabulate votes, or by oral notice given by the shareholder during the meeting. The presence of a shareholder who has filed his or her proxy appointment shall not of itself constitute a revocation.

§ 2.09 Voting of Shares.

Unless otherwise provided in the Articles of Incorporation or the Act, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

Except as provided by specific court order, no shares held by another corporation, if a majority of the shares entitled to vote for the election of directors of such other corporation are held by the Corporation, shall be voted at any meeting or counted in determining the total number of outstanding shares at any given time for purposes of any meeting. Provided, however, the preceding sentence shall not limit the Corporation's power to vote any shares, including its own shares, held by it in a fiduciary capacity.

Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

§ 2.10 Corporation's Acceptance of Votes.

(a) If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a shareholder, the Corporation, if acting in good faith, is entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the shareholder.

(b) If the name signed on a vote, consent, waiver, or proxy appointment does not correspond to the name of its shareholder, the Corporation, if acting in good faith, is nevertheless entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the shareholder if:

- (1) the shareholder is an entity as defined in the Act and the name signed purports to be that of an officer or agent of the entity;
- (2) the name signed purports to be that of an administrator, executor, guardian, or conservator representing the shareholder and, if the Corporation requests, evidence of fiduciary status acceptable to the Corporation has been presented with respect to the vote, consent, waiver, or proxy appointment;

- (3) the name signed purports to be that of a receiver or trustee in bankruptcy of the shareholder and, if the Corporation requests, evidence of this status acceptable to the Corporation has been presented with respect to the vote, consent, waiver, and proxy appointment;
- (4) the name signed purports to be that of a pledgee, beneficial owner, or attorney-in-fact of the shareholder and, if the Corporation requests, evidence acceptable to the Corporation of the signatory's authority to sign for the shareholder has been presented with respect to the vote, consent, waiver, or proxy appointment;
- (5) two or more persons are the shareholder as covenants or fiduciaries and the name signed purports to be the name of at least one of the co-owners and the person signing appears to be acting on behalf of all the co-owners.

(c) The Corporation is entitled to reject a vote, consent, waiver, or proxy appointment if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the shareholder.

(d) The Corporation and its officer or agent who accepts or rejects a vote, consent, waiver, or proxy appointment in good faith and in accordance with the standards of this section are not liable in damages to the shareholder for the consequences of the acceptance or rejection.

(e) Corporate action based on the acceptance or rejection of a vote, consent, waiver, or proxy appointment under this section is valid unless a court of competent jurisdiction determines otherwise.

§ 2.11 Informal Action By Shareholders.

Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of the Act to be taken at a shareholders' meeting may be taken without a meeting by the consent of those shareholders who would have the voting power to cast at a meeting not less than the minimum number (or, in the case of voting by voting groups, the minimum numbers) of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote were present and voted. The consent of the shareholders shall be effective when one or more written consents describing the action taken, signed by the number of shareholders sufficient to take the action, are delivered to the Corporation for inclusion in the corporate records, unless some other effective date is specified in the consent. Within ten (10) days after action taken by the consent of shareholders pursuant to this Bylaw becomes effective, the Corporation shall give notice of the action to shareholders who would have been entitled to vote on the action if a meeting were held but whose shares were not represented on the written consent or consents. If the action to be taken requires that notice be given to nonvoting shareholders, the Corporation shall give the nonvoting shareholders written notice of the

proposed action at least ten (10) days before the action is taken, which notice shall comply with the provisions of the Act and shall contain or be accompanied by the same material that would have been required to be sent to nonvoting shareholders in a notice of meeting at which the proposed action would have been submitted to the shareholders.

§ 2.12 Shareholder's Rights to Inspect Corporate Records.

(a) Minutes and Accounting Records. The Corporation shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or Board of Directors without a meeting, and a record of all actions taken by any committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain appropriate accounting records.

(b) Absolute Inspection Rights of Records Required at Principal Office. If a shareholder gives the Corporation written notice of his or her demand at least five (5) business days before the date on which he or she wishes to inspect and copy, the shareholder (or his or her agent or attorney) has the right to inspect, during regular business hours, any of the following records, all of which the Corporation is required to keep at its principal office:

- (1) its Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
- (2) its Bylaws or Restated Bylaws and all amendments to them currently in effect;
- (3) resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;
- (4) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three (3) years;
- (5) all written communications to shareholders generally within the past three (3) years, including the financial statement furnished for the past three (3) years to the shareholders;
- (6) a list of the names and business addresses of its current directors and officers; and
- (7) its most recent annual report delivered to the Secretary of State.

(c) Conditional Right to Inspect and Copy. In addition, if a shareholder who has been a shareholder of the Corporation for at least six (6) months or who owns at least five percent (5.0%) of the outstanding stock of the Corporation gives the Corporation a written demand made in good faith and for a proper purpose at least five (5) business days before the date on which the shareholder wishes to inspect and copy, the shareholder describes with reasonable particularity his or her purpose and the records the shareholder desires to inspect, and the records are directly connected with the shareholder's purpose, a shareholder (or his or her agent or attorney) is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation:

- (1) excerpts from minutes of any meeting of the Board of Directors, records of any action of a committee of the Board of Directors on behalf of the Corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or Board of Directors without a meeting;
- (2) the Corporation's accounting records; and
- (3) the record of shareholders (compiled no earlier than the date of the shareholder's demand).

(d) Copy Costs. The right to copy records includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the shareholder. The charge may not exceed the estimated cost of production or reproduction of the records.

(e) Shareholder Includes Beneficial Owner. For purposes of this § 2.12, the term "shareholder" shall include a beneficial owner whose shares are held in a voting trust or by a nominee in his or her behalf.

§ 2.13 Preparation and Delivery of Financial Statements.

(a) Within one hundred twenty (120) days after the close of each fiscal year, the Corporation shall prepare annual financial statements, which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries, as appropriate, that include a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of changes in shareholders' equity for the year unless that information appears elsewhere in the financial statements. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, the annual financial statements also must be prepared on that basis.

(b) On written request from any shareholder, the Corporation shall mail such shareholder the latest financial statements. If the annual financial statements are reported upon by a public accountant, such report must accompany them. If not, the statements must be accompanied by a statement of the CEO/President or the person responsible for the Corporation's accounting records:

- (1) stating his or her reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and
- (2) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

§ 2.14 Dissenters' Rights.

Each shareholder shall have the right to dissent from action by the Corporation and obtain payment for his or her shares when so authorized by the Act, the Articles of Incorporation, these Bylaws, or by resolution of the Board of Directors.

§ 2.15 Conduct of Meetings.

The CEO/President, or in his or her absence the Vice President, and in his or her absence, any person chosen by the shareholders present, shall call the meeting of the shareholders to order and shall act as Chairman of the meeting, and the Secretary of the Corporation shall act as Secretary of all meetings of the shareholders, except that the presiding officer may appoint any Assistant Secretary or other person to act as Secretary of the meeting.

ARTICLE III

BOARD OF DIRECTORS

§ 3.01 General Powers.

All corporate powers shall be exercised by or under the authority of, and the Corporation's business and affairs shall be managed under the direction of, the Board of Directors.

§ 3.02 Election.

Unless otherwise provided in the Articles of Incorporation, directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

§ 3.03 Number, Tenure and Qualification.

The number of directors shall be fixed by a resolution adopted by a majority of the directors then in office, or by amendment of these Bylaws, but in no event shall there be less than one (1) director, and a decrease in the number of directors shall not shorten the term of office of an incumbent director. Each director shall be elected at the Corporation's annual meeting of the shareholders and shall hold office until the next annual meeting of shareholders and until his or her successor shall have been elected and qualified or until his or her death, resignation or removal from office in the manner provided by law or the Bylaws of the Corporation. Directors need not be residents of the State of Wisconsin or shareholders of the Corporation.

§ 3.04 Regular Meetings.

A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of shareholders, and each adjourned session thereof. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings without other notice than such resolution. Any such regular meeting may be held by any means of communication as permitted by § 3.09.

§ 3.05 Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the CEO/President, Vice President or any of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any time and any place, either within or without the State of Wisconsin, as the time and place for holding any special meeting of the Board of Directors called by them. If no place is fixed by the person calling the meeting, the place of meeting shall be the Corporation's principal office in the State of Wisconsin. Any such special meeting may be held by any means of communication as permitted by § 3.09.

§ 3.06 Notice of Special Meetings; Waiver of Notice.

Notice stating the time and place of any special meeting of the Board of Directors shall be given at least twenty four (24) hours previously thereto by written notice delivered personally or mailed to each director at his or her business address, or such other address as designated in writing to the Secretary, or by telephone or telegram. If mailed, such notice shall be deemed to be effective with the earlier of: (1) when received, or (2) five days after deposit in the United States Mail, addressed to the director's business office, with postage thereon prepaid; or (3) the date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the director. If notice be given by telephone or telegram, such notice shall be deemed to be delivered when the notice is given personally by telephone or when the telegram is delivered to the telegraph company. Whenever any notice is

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required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of any statute, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto to the transaction of the business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

§ 3.07 Director Quorum.

Except as otherwise specified by law or the Articles of Incorporation or these Bylaws, a majority of the number of directors fixed in the manner provided by § 3.03 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but though less than such quorum is present at a meeting, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by the Act, the Articles of Incorporation or these Bylaws.

A majority of the number of directors appointed to serve on a committee as authorized in § 3.16 of these Bylaws shall constitute a quorum for the transaction of business at any committee meeting. These provisions shall not, however, apply to the determination of a quorum for actions taken under emergency Bylaws or any other provisions of these Bylaws that fix different quorum requirements.

§ 3.08 Voting Requirement.

The affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors or a committee of the Board of Directors. This provision shall not, however, apply to any action taken by the Board of Directors pursuant to § 3.15 or Article IX of these Bylaws, or in the event the affirmative vote of a greater number of directors is required by the Act, the Articles of Incorporation, or any other provision of these Bylaws.

§ 3.09 Meetings by Electronic Means of Communication.

To the extent provided in these Bylaws, the Board of Directors, or any committee of the Board, may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating directors may simultaneously hear each other during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating director, and

each participating director is able to immediately send messages to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors shall be informed that a meeting is taking place at which official business may be transacted.

§ 3.10 Director's Assent.

A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (1) the director objects at the beginning of the meeting (or promptly upon the director's arrival) to holding it or transacting business at the meeting; or (2) the director dissents or abstains from the action taken and minutes of the meeting are prepared that show the director's dissent or abstention from the action; (3) the director dissents or abstains from an action taken, minutes of the meeting are prepared that fail to show the director's dissent or abstention from the action taken and the director delivers to the Corporation a written notice of that failure that complies with Section 180.0141 of the Act promptly after receiving the minutes; or (4) the director delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

§ 3.11 Conduct of Meetings.

The CEO/President, and in his absence the Vice Presidents in the order appointed under § 4.07 of Article IV, and in their absence, any director chosen by the directors then present, shall call meetings of the Board of Directors to order and shall act as Chairman of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the secretary, the presiding officer may appoint any Assistant secretary or any director or other person present to act as secretary of the meeting.

§ 3.12 Removal.

Any director or the entire Board of Directors may be removed from office with or without cause by the affirmative vote of a majority of the shares outstanding and entitled to vote for the election of such director(s) taken at a special meeting of shareholders called for that purpose, and any vacancy so created may be filled by the shareholders.

§ 3.13 Vacancies.

Any vacancy occurring on the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled by the shareholders. During such time as the shareholders fail or are unable to fill such vacancies then, and until the shareholders act, the vacancy may be filled (1) by the board of directors, or (2) if the directors remaining in office

constitute fewer than a quorum of the Board, by the affirmative vote of a majority of all directors remaining in office.

§ 3.14 Compensation and Expenses.

The Board of Directors, irrespective of any personal interest of any of its members, may (1) establish reasonable compensation of all directors for services to the Corporation as directors or may delegate this authority to an appropriate committee, (2) provide for, or delegate authority to an appropriate committee to provide for, reasonable pensions, disability or death benefits, and other benefits or payments to directors and to their estates, families, dependents, or beneficiaries for prior services rendered to the Corporation by the directors, and (3) provide for reimbursement of reasonable expenses incurred in the performance of the directors' duties, including the expense of traveling to and from Board meetings.

§ 3.15 Informal Action By Directors.

Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the directors then in office, and filed with the Corporation's records. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting and may be described as such in any document.

§ 3.16 Committees.

The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of directors may designate one or more committees, each committee to consist of committee ~ or more directors elected by the Board of Directors, which to the extent provided in said resolution, as initially adopted, and as thereafter supplemented or amended by further resolution adopted by a like vote, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the Corporation's business and affairs, except action in respect to the (1) authorization of distributions, (2) the approval or proposal to shareholders of action for which the Act requires approval by shareholders, (3) filling vacancies on the Board of Directors or its committees, (4) amending the Articles of Incorporation pursuant to Board authority, (5) adopting, amending or repealing Bylaws, (6) approving a plan of merger not requiring shareholder approval, (7) the authorization or approval to reorganize shares, except according to a formula or method prescribed by the Board of Directors, (8) the authorization or approval of the issuance or sale or contract for sale of shares, or (9) the determination of the designation and relative rights, preferences and limitations of a class or series of shares. Sections 3.04, 3.05, 3.06, 3.07, 3.08, 3.09, 3.10, 3.11 and 3.15 of this Article III, which govern meetings, actions without meetings, notice and waiver

of notice, quorum and voting requirements of the Board of Directors, apply to committees and their members.

ARTICLE IV

OFFICERS

§ 4.01 Number.

The Corporation's principal officers shall be a CEO/President, a Chief Operating Officer, a Chief Financial Officer, a Vice President, a Secretary, and a Treasurer, each of whom shall be appointed by the Board of Directors. Additional officers and assistant officers, including any Vice Presidents, may be appointed by the Board of Directors as the Board deems appropriate. If there is more than one Vice President, the Board may establish designations for the Vice Presidencies to identify their functions or their order. There may, in addition, be a chairperson or co-chairperson of the board, whenever the Board shall see fit to cause such office or offices to be filled. Any two or more offices may be held simultaneously by the same person.

§ 4.02 Appointment and Term of Office.

The Corporation's officers shall be appointed for a term as determined by the Board of Directors. If no term is specified, they shall hold office until their successor shall have been duly appointed and shall have qualified or until the officer's death, resignation or removal from office in the manner hereinafter provided.

The designation of a specified term does not grant to the officer any contract rights, and the Board can remove the officer at any time prior to the termination of such term.

§ 4.03 Removal.

Any officer or agent appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the Corporation's best interests will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

§ 4.04 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or other reason shall be filled in the manner prescribed for regular appointments to the office.

§ 4.05 Powers, Authority and Duties.

The Corporation's officers shall have the powers and authority conferred in the duties prescribed by the Board of Directors or the officer who appointed them in addition to and to the extent not inconsistent with those specified in other sections of this Article IV.

§ 4.06 The Chief Executive Officer/President (the "CEO/President").

The CEO/President shall be the Corporation's principal executive officer and, subject to the control of the Board of Directors, shall in general supervise and control all of the Corporation's business and affairs. The CEO/President shall, when present, preside at all meetings of the shareholders and of the Board of Directors. The CEO/President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, certificates for shares of the Corporation and deeds, mortgages, bonds, contracts, or other instruments in the ordinary course of business or that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incidental to the office of CEO/President and such other duties as may be prescribed by the Board of Directors from time to time.

§ 4.07 The Chief Financial Officer.

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The books of account shall at all reasonable times be open to inspection by any Director.

The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the CEO/President and directors, whenever they request it, an account of all of his or her transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

§ 4.08 The Chief Operating Officer.

The Chief Operating Officer shall be the Corporation's principal officer of operations and, subject to the control of the CEO/President and the Board of Directors, shall in general supervise and control all of the Corporation's day-to-day business and affairs. The Chief Operating Officer may sign, with the CEO/President, the Secretary or any other proper officer

of the Corporation authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments in the ordinary course of business or that the CEO/President or the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incidental to the office of Chief Operating Officer and such other duties as may be prescribed by the CEO/President or the Board of Directors from time to time.

§ 4.09 The Vice President.

In the absence of the CEO/President or in the event of the CEO/President's death or inability or refusal to act as directed by the Board of Directors, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their appointment, or in the absence of any designation, then in order of their appointment) shall perform the duties of the CEO/President, and when so acting shall have all the powers of and be subject to all the restrictions upon the CEO/President. Any Vice President may sign, with the Secretary or an Assistant Secretary certificates for shares of the Corporation; and shall perform such other duties as from time to time may be assigned by the CEO/President or by the Board of Directors.

§ 4.10 The Secretary.

The Secretary shall: (a) keep the minutes of the meetings of the shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and see that books, reports, statements, certificates and all other documents and records required by law are properly kept and filed; (d) keep a register of the post office address of each shareholder, which shall be furnished to the Secretary by such shareholder; (e) sign with the CEO/President, or a Vice President, certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the Corporation; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the CEO/President or by the Board of Directors.

§ 4.11 The Treasurer.

The Treasurer shall: (a) have charge and custody of and be responsible for all of the Corporation's funds and securities; (b) receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all funds of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws, and (c) in general perform all of the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to him by

the CEO/President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

§ 4.12 Assistant Secretaries and Assistant Treasurers.

The Assistant Secretaries, when authorized by the Board of Directors, may sign with the CEO/President or a Vice President certificates for shares of the Corporation and issuance of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurers if required by the Board of Directors, shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the CEO/President or the Board of Directors.

§ 4.13 Salaries.

Officers' salaries shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

§ 5.01 Contracts.

The Board of Directors may authorize any individual officer or agent or number of officers or agents to enter into any contract or to execute and deliver any instrument in the Corporation's name and on its behalf, and such authorization may be general or confined to specific instances.

§ 5.02 Loans.

No loans shall be contracted on the Corporation's behalf and no indebtedness shall be incurred in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

§ 5.03 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the Corporation's name, shall be signed by such officer or officers, agents or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

§ 5.04 Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the Corporation's credit in such banks, trust companies or other depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE VI

CERTIFICATES FOR SHARES AND THEIR TRANSFER

§ 6.01 Certificates for Shares.

(a) Content

Certificates representing shares of the Corporation shall at a minimum state on their face the name of the issuing corporation and that it is formed under the laws of Wisconsin; the name of the person to whom issued; and the number and class of shares and the designation of the series, if any, the certificate represents; and be in such form as determined by the Board of Directors. Such certificates shall be signed (either manually or by facsimile) by the CEO/President or a Vice President and by the Secretary or an Assistant Secretary. Each certificate for shares shall be consecutively numbered or otherwise identified.

(b) Legend as to Class or Series

If the Corporation is authorized to issue different classes of shares or different series within a class, the designations, relative rights, preferences, and limitations applicable to each class and the variations in rights, preferences, and limitations determined for each series (and the authority of the Board of Directors to determine variations for future series) must be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Corporation will furnish the shareholders this information on request in writing and without charge.

(c) Shareholder List

The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation.

(d) Transferred Shares

All certificates surrendered to the Corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnification of the Corporation as the Board of Directors may prescribe.

§ 6.02 Registration of the Transfer of Shares.

Registration of the transfer of shares of the Corporation shall be made only on the Corporation's stock transfer books by the holder of record thereof or by his or her legal representative, who shall furnish proper evidence of authority to transfer, or by his or her attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the Corporation's books shall be deemed by the Corporation to be the owner thereof for all purposes.

§ 6.03 Restrictions on Transfer.

The Board of Directors or shareholders may impose restrictions on the transfer of shares. A restriction does not affect shares issued before the restriction was adopted unless the holders of the shares are parties to the restriction agreement or voted in favor of the restriction. The face or reverse side of each certificate representing shares shall bear a conspicuous notation of any restriction imposed by the Corporation upon the transfer of such shares.

§ 6.04 Lost, Destroyed or Stolen Certificates.

Where the owner claims that his certificate of shares has been lost, destroyed or wrongfully taken, a new certificate shall be issued in place thereof if the owner (a) so requests before the Corporation has notice that such shares have been acquired by a bona fide purchaser, and (b) satisfies such other reasonable requirements as may be prescribed by or under the authority of the Board of Directors, including the furnishing of an indemnity bond if so required.

§ 6.05 Consideration for Shares.

The Corporation's shares may be issued for such consideration as shall be fixed from time to time by the Board of Directors, provided that any shares having a par value shall not be issued for a consideration less than the par value thereof. The consideration to be paid for shares may be paid in whole or in part, in money, promissory notes, in other property, tangible or intangible, or in labor or services actually performed or to be performed for the Corporation. When payment of the consideration for which shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable by the Corporation. No certificate shall be issued for any share until such share is fully paid.

If the consideration to be paid for share consists, in whole or part, of a promissory note or a contract for services to be performed for the Corporation, the Board of Directors may, in its discretion, elect to hold those shares in escrow or otherwise restrict their transfer. In the event that shares are so escrowed, and the shareholder defaults under his or her obligations under the promissory note or the contract for services, as applicable, the Corporation may, in addition to any other legal or equitable remedies, cancel all or part of the escrowed shares.

§ 6.06 Acquisition of Shares.

The Corporation may acquire its own shares and unless otherwise provided in the Articles of Incorporation, the shares so acquired constitute authorized but unissued shares.

§ 6.07 Stock Regulations.

The Board of Directors shall have the power and authority to make all such further rules and regulations not inconsistent with the statutes of the State of Wisconsin as they may deem expedient concerning the issue, transfer and registration of certificates representing shares of the Corporation.

ARTICLE VII

FISCAL YEAR

The Board of Directors shall by resolution establish the Corporation's fiscal year.